

## EXHIBIT 6

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

SUMIT GUPTA, Individually and  
on Behalf of All Others Similarly Situated,  
  
Plaintiff,

v.

POWER SOLUTIONS INTERNATIONAL,  
INC., GARY S. WINEMASTER, DANIEL P.  
GOREY, and MICHAEL P. LEWIS,  
  
Defendants.

No. 1:16-cv-08253

Consolidated with

No. 1:16-cv-9599

Judge: Honorable Virginia M. Kendall

**DECLARATION OF MITCHELL B. GOLDBERG IN SUPPORT OF LEAD  
COUNSEL’S MOTION FOR AN AWARD OF ATTORNEYS’ FEES AND  
REIMBURSEMENT OF LITIGATION EXPENSES FILED ON BEHALF OF  
LAWRENCE KAMIN, LLC**

I, Mitchell B. Goldberg, hereby declare as follows:

1. I am a partner at the law firm of Lawrence, Kamin, Saunders & Uhlenhop, LLC doing business as Lawrence Kamin, LLC (“Lawrence Kamin”).<sup>1</sup> Lawrence Kamin served as Liaison Counsel for Lead Counsel Glancy Prongay & Murray in the above-captioned action (the “Action”) (collectively “Class Counsel”). I submit this declaration in support of Lead Counsel’s application for an award of attorneys’ fees in connection with services rendered in the Action, as well as for reimbursement of litigation expenses incurred in connection with the Action. I have personal knowledge of the facts set forth herein and, if called upon, could and would testify thereto.

---

<sup>1</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Stipulation and Agreement of Settlement, dated January 22, 2018 (ECF No. 135-1).

2. Lawrence Kamin had multiple levels of involvement in the Action, among them, (i) preparing motions and proposed orders; (ii) appearing in court for status and argument; (iii) acting as liaison between Class Counsel and the Court; (iv) assuring compliance with applicable court rules and standing orders; (v) reviewing, commenting on, and revising pleadings prior to filing; (vi) assisting Lead Counsel with case strategy and development; and (vii) participating in the mediation and settlement of this matter.

3. The schedule attached hereto as Exhibit 1 is a detailed summary indicating the amount of time spent by attorneys of my firm who, from inception of the Action through and including April 1, 2019, billed hours to the Action, and the lodestar calculation for those individuals based on my firm's current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm.

4. I am a partner who oversaw or conducted the day-to-day activities in the Action and I reviewed these time records in connection with the preparation of this declaration. The purpose of this review was to confirm both the accuracy of the records as well as the necessity for, and reasonableness of, the time committed to the litigation. The review was also to, if necessary, make appropriate reductions to my firm's time entries. Based on this review, I believe that the time of Lawrence Kamin attorneys reflected in Exhibit 1 was reasonable and necessary for the effective and efficient prosecution and resolution of the Action. No time expended on the application for fees and reimbursement of expenses has been included.

5. The hourly rates for Lawrence Kamin attorneys included in Exhibit 1 are the rates we currently typically charge our fee paying clients, and are consistent with the rates approved by courts in other securities or shareholder litigation.

6. The total number of hours reflected in Exhibit 1 is 191.25. The total lodestar reflected in Exhibit 1 is \$73,903.50, consisting of \$73,903.50 for attorneys' time.

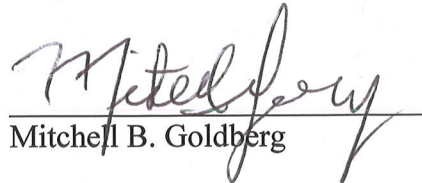
7. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

8. As detailed in Exhibit 2, my firm is seeking reimbursement of a total of \$21.20 in expenses incurred in connection with the prosecution of this Action.

9. The litigation expenses incurred in the Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records, and other source materials and are an accurate record of the expenses incurred. The expenses reflected in Exhibit 2 are the expenses actually incurred by my firm.

10. Attached hereto as Exhibit 3 is a brief biography of the Lawrence Kamin firm, including the attorneys who were involved in the Action.

I declare, under penalty of perjury, that the foregoing is true and correct. Executed on this April 5, 2019, in Chicago, Illinois.

  
Mitchell B. Goldberg

**EXHIBIT 1**

*Gupta v. Power Solutions International, Inc., et al.,*  
Case No. 1:16-cv-8253

**LAWRENCE KAMIN, LLC**  
**FEE SCHEDULE<sup>2</sup>**

TIMEKEEPER	POSITION	HOURS	RATE	TOTAL FEES
<b>ATTORNEYS:</b>				
Peter E. Cooper	Partner	<b>53.30</b>	<b>425.00</b>	<b>22,652.50</b>
Marielise Fraioli	Associate	<b>51.35</b>	<b>290.00</b>	<b>14,891.50</b>
Mitchell B. Goldberg	Partner	<b>75.20</b>	<b>425.00</b>	<b>31,960.00</b>
Elizabeth Lyons	Associate	<b>3.30</b>	<b>290.00</b>	<b>957.00</b>
John S. Monical	Partner	<b>8.10</b>	<b>425.00</b>	<b>3,442.50</b>
<b>TOTAL ATTORNEY</b>		<b>191.25</b>		<b>73,903.50</b>
<b>PARALEGAL/STAFF:</b>				
<b>N/A</b>				
<b>TOTAL PARALEGAL</b>				
<b>TOTAL</b>		<b>191.25</b>		<b>73,903.50</b>

---

<sup>2</sup> Excludes time expended on Lawrence Kamin's application for fees and reimbursement of expenses

**EXHIBIT 2**

*Gupta v. Power Solutions International, Inc., et al.,*  
Case No. 1:16-cv-8253

**LAWRENCE KAMIN, LLC**

**EXPENSE REPORT**

<b>CATEGORY OF EXPENSE</b>	<b>AMOUNT</b>
<b>ONLINE RESEARCH</b>	<b>21.20</b>
<b>GRAND TOTAL</b>	<b>21.20</b>

### **EXHIBIT 3**

*Gupta v. Power Solutions International, Inc., et al.,*  
Case No. 1:16-cv-8253

#### **LAWRENCE KAMIN, LLC FIRM RESUME AND BIOGRAPHIES**

Lawrence Kamin, LLC (“Lawrence Kamin”) has concentrated on the representation of the securities industry since the stock market crash of 1929. For almost 90 years of dynamic change and restructuring, Lawrence Kamin has been actively representing securities, futures and derivatives firms and professionals.

The Firm has decades of experience advising on the formation, organization, operation, capitalization and compliance procedures of broker-dealers, investment advisors and other financial service firms. We’re called upon to assist companies on various supervisory and compliance matters, including the design and implementation of compliance systems and internal controls, counsel on the requirements of the federal and state securities laws and the intricate rules and regulations of self-regulatory organizations and exchanges, regulatory exams, and internal investigations and defending enforcement actions when potential violations have occurred. We also represent broker-dealers, investment advisors and their affiliated personnel in regulatory compliance matters, including investigations and enforcement proceedings. Many of our securities attorneys have backgrounds working at the Securities and Exchange Commission or various stock markets and exchanges, and all have worked with regulators for decades. This experience often provides a twofold benefit: We can anticipate the focus of regulatory inquiries, and our credibility with regulators allows us to achieve prompt and satisfactory resolutions.

Lawrence Kamin’s experience has permeated virtually every area of the Federal and State Securities Laws. Lawrence Kamin has assisted financial professionals in the creation, formation, reorganization, operation, registration, compliance of securities related business, including proprietary trading firms, money management firms, broker-dealers, and investment advisors, prepare operating agreements, and advise on related regulatory and organizational issues, provide assistance in registration, and help prepare firm filings. The Firm has represented advisers, fund managers, sponsors and investors with respect to money management issues. We have advised clients on investment management opportunities, including structuring hedge funds and private equity funds, and has consulted on the regulatory issues related to private fund management.

The Firm has represented issuers of and investors in private placement offerings and financing, prepared securities offering materials, including disclosure documents and subscription agreements, assist clients in the preparation or revision of company documents, and provide advice on the filings necessary to comply with federal and state securities laws, including Form 10-K disclosures.

Lawrence Kamin also has been a part of the rich history of the nation’s commodities and futures trading and is among the highly-regarded futures and derivatives firms in Chicago. As the futures and derivatives markets have diversified and shifted to international exchanges and virtual

markets, the Firm's practice evolved to address new investment contracts in expanded markets. Lawrence Kamin attorneys have represented clients in the organization and registration of new FCMs, introducing brokers, proprietary trading firms and money managers such as CTAs and CPOs, through the design and implementation of financial controls and compliance systems, to the sale or liquidation of brokerage firms, Lawrence Kamin attorneys assist clients in identifying their objectives and implementing strategies to accomplish them.

Lawrence Kamin has advised firms and traders regarding electronic trading and market making, prepared proprietary trading agreements, counselled on risk management concerns and regulatory issues that arise in upstairs trading and remote market making. The Firm has advised clients in the areas of capital and margin regulation, clearance and settlement, correspondent and clearing arrangements and on capital and operational questions. We also have counselled accounting firms performing audits of securities and commodities professionals.

Members of Lawrence Kamin have successfully represented clients in investigations and enforcement proceedings before an array of agencies and self-regulatory organizations, including the Securities and Exchange Commission (SEC), the Commodity Futures Trading Commission, the Financial Industry Regulatory Authority (FINRA), the New York Stock Exchange (NYSE), the National Futures Association (NFA), the Chicago Board Options Exchange (CBOE), the Chicago Mercantile Exchange (CME) and the Chicago Board of Trade (CBOT).

Much of our success is due to the professional experience of the members of our practice groups. These attorneys not only have decades of experience representing members of the financial services industry before regulatory authorities, but also have worked as counsel for the SEC and/or for some of the exchanges conducting inquiries. The depth of their experience assists us in anticipating the direction of investigations and enforcement proceedings and in structuring resolutions with regulators.

Our diversified practice groups and experienced attorneys enable us to aggressively represent clients in financial services matters in a broad spectrum of litigation, ranging from brokers and underwriters in nationwide class actions, to FCM's and traders in industry arbitrations and to dealers and registered representatives in customer disputes. Lawrence Kamin has previously served as liaison counsel in several securities class action matters before the Northern District of Illinois. When pursuing or defending securities claims, we strive to not only understand the facts of a given case, but also to learn the details of the firm or company's operations and procedures.

#### **LAWRENCE KAMIN LITIGATION, BUSINESS, AND SECURITIES INDUSTRY ATTORNEYS**

**Thomas F. Bennington, Jr.**, is a partner with Lawrence Kamin's Businesses & Corporations practices, concentrates his practice in business sales and purchases, commercial real estate, wealth protection, and business succession planning.

**Peter E. Cooper** joined Lawrence Kamin in July 1998, after positions with a Chicago securities litigation boutique and two diversified New York law firms. Peter's practice includes representing broker-dealers and registered representatives in customer complaints and securities



arbitrations and lawsuits, and representing both plaintiffs and defendants in non-securities litigation ranging from business torts and breaches of contract to trust and estates disputes. An adjunct professor at the IIT Chicago-Kent School of Law, Peter previously served as the chair of the Securities Litigation and Enforcement Subcommittee of the Chicago Bar Association Securities Law Committee.

**Marielise Fraioli**, an associate attorney, focuses her practice on litigation. She represents both corporate and individual clients in a variety of matters, including contract claims, non-competition and non-solicitation agreement disputes, financial services litigation and arbitration, fiduciary litigation, and she has served as local counsel in securities class-action matters. Marielise brings valuable consumer and real estate litigation experience to our team, as she successfully litigated hundreds of contested mortgage foreclosures in a previous role at another Chicago law firm. Marielise is committed to serving the greater Illinois legal community as an active member of the Chicago Bar Association, where she is a member of the Judicial Evaluation Committee.

**Mitchell B. Goldberg**, focuses his practice on commercial litigation, concentrating in securities and commodity futures law and alternative dispute resolution. He is also a trained mediator. Mitch's active membership on the boards of various legal committees and law societies, including the Chicago Bar Association and the Decalogue Society of Lawyers, reinforces his intent to continually improve the legal profession, as well as his desire to provide the best possible guidance to clients by keeping abreast of the latest developments in the law. Mitch has lectured to the Decalogue Society of Lawyers and taught securities litigation at IIT's Chicago-Kent College of Law.

**Kent Lawrence** is a sought-after mediator and arbitrator who is retained either directly by counsel or through organizations such as the American Arbitration Association, Financial Industry Regulatory Authority (FINRA, f/k/a NASD), National Futures Association and the Center for Conflict Resolution. His mediations often focus on matters involving securities, options, commodities and futures, general commercial and real estate, but he has also mediated as a volunteer in employment discrimination, divorce fee and community matters.

**Elizabeth "Liz" C. Lyons** concentrates her practice in financial services regulatory compliance and defense. She has represented a wide range of clients, from individuals working with commodity traders, brokerage firms, and retail advisory firms, to publicly-traded financial firms, investment advisers and private equity firms of all sizes. With a strong background in economics, Liz understands the conflicting interests that affect every decision financial professionals must make—from deciding how to structure their compliance program, to resolving a litigation or enforcement action. Prior to joining Lawrence Kamin, Liz clerked for the Hon. Anna M. Loftus and the Hon. Lisa A. Marino, both of the Circuit Court of Cook County. She also served as a legal extern in the Chicago Enforcement Division of the SEC.

**John S. Monical**, Lawrence Kamin's managing partner, has been with the firm since 1998. His primary area of practice is litigation, including commercial disputes, representing the financial services industry in regulatory investigations, arbitration, mediation and litigation of disputes between broker-dealers, their registered representatives and their clients and in defending major

manufacturers of juvenile products in their product liability actions across the country. Opposing counsel have most often complimented John for his tenacious attention to detail. Through his active membership in the CBA Securities Law Committee, the Defense Research Institute (DRI) and the Securities Industry and Financial Markets Association (SIFMA), John stays current on legal developments and contributes to the ongoing discussion of cutting-edge arguments for his clients. John is the Illinois State Liaison to the ABA Committee on the State Regulation of Securities and a past chair of the CBA Securities Law Committee.

**Raymond E. Saunders** centers his practice around corporate structure, business transactions, income tax, mergers and acquisitions, and trusts, estate and gift tax (including cross-generational transfer and ownership of business). He is technically proficient as a Certified Public Accountant, but his strength is his pragmatic approach and ability to craft simple solutions to complex problems. He has developed the skill of being able to provide concise and simple oral and written explanations of complex legal and business matters.

**Robert L. Schlossberg** concentrates his practice in business law, including mergers and acquisitions, borrower and lender financing, real estate transactions, employment agreements, distribution agreements, shareholder agreements and contracts of all varieties. In fact, Bob was selected by his peers as a top Illinois lawyer in three categories—Corporate Finance, Mergers and Acquisitions, and Securities and Venture Finance—in the *Leading Lawyers Network Magazine*.

**Michael Wise** joined Lawrence Kamin in 1989. His practice centers on the financial services industry, encompassing compliance, transaction and litigation matters. Michael counsels brokers, advisers, derivatives market participants and private funds. He regularly handles compliance issues and complex transactions. He has been active in helping clients respond to new requirements mandated by the Dodd Frank Act. Michael represents firms and individuals before the SEC, self-regulatory organizations and state regulators in investigations and enforcement proceedings. Michael's litigation activities include arbitrations before securities and futures exchanges, and appearing on behalf of investment professionals in disciplinary proceedings. Michael also advises corporate and investment company officers and directors in governance and employment related matters, including internal investigations, and regularly represents professionals, such as accountants and other attorneys working in the financial services area. In addition to serving as a seminar panelist for various industry association events, Michael has co-authored articles on financial services issues with Paul Uhlenhop, including "Managing Regulatory Investigations," published in *The Review of Securities and Commodities Regulation* and "Regulatory Examinations For Cause."